

KJK Balkan Holding S.à.r.l.
Luxembourg, 94 Rue du Grünwald, L-1912

Catre:

To:

Rompetrol Well Services S.A. („RWS” sau „Societatea”)

Rompetrol Well Services S.A. („RWS” or the „Company”)

Ploiesti, str. Clopotei nr. 2 Bis (Pavilion Administrativ), jud. Prahova, 100189 Romania

Ploiesti, 2 Bis Clopotei Street, Administrative Pavillion, Prahova County, 100189 Romania

Nr. Reg. Com. J29/110/1991, CUI RO 1346607

Trade Registry no. J29/110/1991, Fiscal code RO 1346607

In atentia:

In attention of:

Consiliului de Administratie / administratorilor

Board of Directors / directors of the Company

Referitor:

Regarding:

Cerere privind adaugarea unor noi puncte pe ordinea de zi a Adunarii Generale Ordinare a Actionarilor Rompetrol convocata la data de 28 aprilie 2025, ora 11.00, (prima convocare), respectiv la data de 29 aprilie 2025, ora 11.00, (a doua convocare) (denumita in continuare „AGOA RWS 28/29.04.2025”)

Request to add new items to the agenda of the Ordinary General Meeting of Rompetrol Shareholders convened on April 28, 2025, at 11.00 a.m. (first call) and on April 29, 2025, at 11.00 a.m. (second call) (hereinafter referred to as " OGMS RWS 28/29.04.2025 ").

Stimati domni,

Dear Sirs,

Subscrisa **KJK Balkan Holding S.à.r.l.**, avand sediul in Luxembourg, 94 Rue du Grünwald, L-1912, inregistrata sub nr. B 218205 si avand cod 20172452834, reprezentata prin **Olivier de Gassart** si **Kristjan Kotkas**, in calitate de Administratori,

The undersigned **KJK Balkan Holding S.à.r.l.**, having its registered office in Luxembourg, 94 Rue du Grünwald, L-1912, registered under number B 218205 and having code 20172452834, represented by **Olivier de Gassart** and **Kristjan Kotkas**, as Directors,

In calitate de actionar al Rompetrol detinand un numar de 29.709.950 actiuni, reprezentand 10,6797% din capitalul social si din numarul total de actiuni cu drept de vot ale **RWS**,

As shareholder of Rompetrol, holding a number of 29.709.950 shares, representing 10.6797% of the share capital and of the total number of voting shares of **RWS**,

Avand in vedere convocarea AGOA RWS 28/29.04.2025 si considerarea aspectelor supuse dezbaterii conform ordinii de zi,

In temeiul dispozitiilor art. 117¹ din Legea nr. 31/1990 a societatilor coroborate cu prevederile art. 105 alin. (3) din Legea nr. 24/2017 privind emitentii de instrumente financiare si operatiuni de piata, va solicitam sa dispuneti adaugarea urmatoarelor puncte pe ordinea de zi a AGOA RWS 28/29.04.2025:

1. Avand in vedere tranzactiile si operatiunile derulate de Consiliul de Administratie cu partile afiliate, tranzactii si operatiuni care prezinta suspiciuni rezonabile privind favorizarea afiliatilor respectivi cu posibile consecinte financiare negative pentru RWS cum ar fi, dar fara a se limita la transferul sumelor in numerar disponibile la finalul fiecarei zile din contul RWS in contul/conturile apartinand KMG Rompetrol S.R.L. in cadrul Contractului de optimizare a disponibilitatilor de trezorerie incheiat la data de 25.08.2014 („**Contractul de cash pooling**”);
2. Avand in vedere lipsa aprobarii incheierii Contractului de cash pooling de catre Adunarea Generala Extraordinara a Actionarilor RWS;
3. Avand in vedere ca astfel cum rezulta din situatiile financiare pentru anul incheiat la 31 decembrie 2024 supuse spre aprobare in cadrul sedintei AGOA RWS 28/29.04.2025, disponibilitatile plasate in sistem de cash pooling de catre RWS sunt in valoare de:

Considering the convening of the OGMS RWS 28/29.04.2025 and considering the issues to be debated according to the agenda,

Pursuant to the provisions of Article 117¹ of the Law no. 31/1990 on companies in conjunction with the provisions of Article 105 para. (3) of the Law no. 24/2017 on issuers of financial instruments and market operations, we request you to add the following items to the agenda of the OGMS RWS 28/29.04.2025:

1. Considering the transactions and operations carried out by the Board of Directors with related parties, transactions and operations that present reasonable suspicions of favouring the respective affiliates with possible negative financial consequences for Rompetrol such as, but not limited to the transfer of the cash amounts available at the end of each day from the RWS account to the account(s) belonging to KMG Rompetrol S.R.L. within the Contract for the optimization of the availability of concluded on 25.08.2014 ("**Cash Pooling Agreement**");
2. Considering the lack of approval of the conclusion of the Cash Pooling Agreement by the RWS Extraordinary General Meeting of Shareholders;
3. Considering that, as shown by the financial statements for the year ended December 31, 2024 submitted for approval at the OGMS RWS 28/29.04.2025, the funds placed in the

cash pooling system by RWS are in the
amount of:

(i)	50.967.016 lei la data de 31 decembrie 2018;	(i)	RON 50,967,016 as of December 31, 2018;
(ii)	96.010.188 lei la data de 31 decembrie 2019;	(ii)	RON 96,010,188 as of December 31, 2019;
(iii)	82.419.455 lei la data de 31 decembrie 2020;	(iii)	RON 82,419,455 as of December 31, 2020;
(iv)	55.022.238 lei la data de 31 decembrie 2021;	(iv)	RON 55,022,238 as of December 31, 2021;
(v)	46.117.041 lei la data de 31 decembrie 2022;	(v)	RON 46,117,041 as of December 31, 2022;
(vi)	50.730.823 lei la data de 31 decembrie 2023;	(vi)	RON 50,730,823 as of December 31, 2023;
(vii)	47.109.341 lei la data de 31 decembrie 2024;	(vii)	RON 47,109,341 as of December 31, 2024;

Aprobarea:

The approval of:

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| <p>1. Aprobarea rezilierii Contractului de cash pooling incheiat de RWS cu KMG Rompetrol SRL, cu actionarul majoritar al societatii sau cu alte persoane afiliate actionarului majoritar al societatii.</p> <p>2. Aprobarea retragerii tuturor fondurilor RWS care au fost transferate fara o justificare economica in conturile actionarilor societatii sau ale unor persoane afiliate acestora si fara ca transferul fondurilor respective sa fie prealabil aprobat de actionarii societatii care nu aveau interes in trasnferul respectiv.</p> <p>3. Aprobarea atragerii raspunderii administratorilor societatii pentru prejudiciul in valoare estimata de</p> | <p>1. Approval of the termination of the Cash Pooling Agreement concluded by RWS with KMG Rompetrol SRL, with the majority shareholder of the company or with other persons affiliated to the majority shareholder of the company.</p> <p>2. Approval of the withdrawal of all RWS funds that have been transferred without an economic justification to the accounts of the company's shareholders or of persons affiliated to them and without the transfer of those funds being previously approved by the company's shareholders who had no interest in that transfer.</p> <p>3. Approval of the liability of the directors of the company for the damage in the estimated amount of</p> |
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3,152,843.18 lei cauzat de acestia societatii prin executarea Contractului de cash pooling, fara ca acest contract sa fie supus aprobarii Adunarii Generale Extraordinara a Actionarilor, si desemnarea actionarului KJK Balkan Holding S.a.r.l. pentru exercitarea actiunii in justitie contra administratorilor culpabili ai societatii.

RON 3,152,843.18 caused by them to the company through the execution of the Cash pooling agreement, without this contract being subject to the approval of the Extraordinary General Meeting of Shareholders, and the appointment of the shareholder KJK Balkan Holding S.a.r.l. to bring legal action against the liable directors of the company.

4. Aprobarea alegerii administratorilor societatii pentru un mandat care incepe cu data alegerii administratorilor si care va expira la data de 30.04.2026 (data expirarii mandatului actualilor membri ai Consiliului de Administratie), in vederea inlocuirii administratorilor impotriva carora se initiaza actiunea in raspundere pentru prejudiciu.

4. Approval of the appointment of the directors of the company for a mandate starting with the date of the election of the directors and expiring on 30.04.2026 (the date of expiry of the mandate of the current members of the Board of Directors), in order to replace the administrators against whom the action for liability for damages is initiated.

5. Aprobarea remuneratiei administratorilor nou alesi, care va avea o valoare egala cu cea aprobata anterior de adunarea generala a actionarilor societatii.

5. Approval of the remuneration of the newly elected directors, which shall be equal to the amount previously approved by the general meeting of the company's shareholders

Mentionam ca justificarile propunerilor pentru completarea ordinii de zi a AGOA RWS 28/29.04.2025 au fost incluse in propunerile de mai sus, iar proiectul de hotarare pentru fiecare propunere a fost evidenciat prin **font de tip Bold** in cadrul respectivelor propuneri.

Please note that the justifications for the proposals to complete the agenda of the OGMS RWS 28/29.04.2025 have been included in the above proposals and the draft resolution for each proposal has been highlighted in **Bold** font within the respective proposals.

KJK BALKAN HOLDING

KJK Balkan Holding S.à.r.l.
Luxembourg, 94 Rue du Grünwald, L-1912

Represented by

KRISTJAN KOTKAS
MANAGER
KJK BALKAN HOLDING S.à r.l.

OLIVIER DE GASSART
MANAGER
KJK BALKAN HOLDING S.à r.l.
